IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

SKYLINE SOFTWARE SYSTEMS, INC.,

        Plaintiff,

    v.

KEYHOLE, INC., and
GOOGLE INC.

        Defendants.

CIVIL ACTION NOS. 04-11129 DPW &
06-10980 DPW

**DECLARATION OF CAROLYN CHANG IN SUPPORT OF DEFENDANTS' OPENING
CLAIM CONSTRUCTION BRIEF**

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I, Carolyn Chang, declare as follows:

1.   I am an attorney with Fenwick & West, LLP, counsel for Defendants Keyhole, Inc. and Google Inc. (collectively, "Google" or "Defendants") in this matter. I make this declaration of my own personal knowledge and would competently testify thereto if called upon to do so.

2.   Attached as Exhibit A to this Declaration is a true and correct copy of the Original Application submitted by the applicants during prosecution of the application that issued as the '189 patent. The documents were produced by Google in this litigation and Bates labeled as GOOG 000026 through GOOG 000066.

3.   Attached as Exhibit B to this Declaration is a true and correct copy of the October 4, 2001 Amendment and Remarks submitted by the applicants during prosecution of the application that issued as the '189 patent. The documents were produced by Google in this litigation and Bates labeled as GOOG 000116 through GOOG 000119.

4.   Attached as Exhibit C to this Declaration is a true and correct copy of the February 27, 2002 Amendment and Remarks submitted by the applicants during prosecution of the application that issued as the '189 patent. The documents were produced by Google in this litigation and Bates labeled as GOOG 000143 through GOOG 000154.

5.   Attached as Exhibit D to this Declaration is a true and correct copy of Plaintiff's Supplemental Answers and Objections to Keyhole's Interrogatories (Nos. 1, 2, 3, 4, 5, 6, and 10), served September 22, 2006.

6.   On September 13, 2006 I had the first of two telephone meet and confers with Geri Haight and Joe Hameline, counsel for plaintiff Skyline Software Systems, Inc., regarding the disputed claim terms in the '189 patent. The parties agreed that claim 18 of the '189 patent implements the method of claim 7; that claim 19 implements the method of claim 9; that claim 21 implements the method of claim 11; and claim 22 implements the method of claim 8. Attached as Exhibit E is a true and correct copy of an email summarizing the September 13, 2006 meet and confer, as well as an email from September 18, 2006 following up on claim

construction issues.

7.   Attached as Exhibit F to this Declaration are true and correct copies of relevant pages from *Merriam Webster's Collegiate Dictionary* (10th Ed. 1997) that contain the definition for "successive."

8.   Attached as Exhibit G to this Declaration are true and correct copies of relevant pages from *Merriam Webster's Collegiate Dictionary* (10th Ed. 1997) that contain the definition for "respective."

9.   Attached as Exhibit H to this Declaration are true and correct copies of relevant pages from *Merriam Webster's Collegiate Dictionary* (10th Ed. 1997) that contain the definition for "distinct."

10.   Attached as Exhibit I to this Declaration are true and correct copies of relevant pages from *Merriam Webster's Collegiate Dictionary* (10th Ed. 1997) that contain the definition for "surrounding."

11.   Attached as Exhibit J to this Declaration are true and correct copies of relevant pages from the transcript of the deposition of Aharon ("Ronnie") Yaron, taken on May 25, 2006.

12.   Attached as Exhibit K to this Declaration are true and correct copies of relevant pages from *Microsoft Press Computer Dictionary* (3d Ed. 1997) that contain the definition for "Internet."

13.   Attached as Exhibit L to this Declaration are true and correct copies of relevant pages from *Microsoft Press Computer Dictionary* (3d Ed. 1997) that contain the definition for "TCP/IP."

I declare under the penalty of perjury under the laws of the United States of America that, to the best of my knowledge, the foregoing is true and correct.

Dated: September 29, 2006   By: /s/Carolyn Chang
                                                Carolyn Chang

Certificate of Service

I hereby certify that, on September 29, 2006, I caused a true and accurate copy of the foregoing document to be served upon all counsel of record for each party by complying with this Court's Administrative Procedures for Electronic Case Filing.

By: _____ /s/ Carolyn Chang _____
Carolyn Chang